

EXHIBIT 8

OZ PARTNER AGC II FEEDER, L.P.

**AMENDED AND RESTATED
EXEMPTED LIMITED PARTNERSHIP AGREEMENT**

Dated November 4, 2011

THE LIMITED PARTNER INTERESTS (THE “INTERESTS”) OF OZ PARTNER AGC II FEEDER, L.P. HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), THE SECURITIES LAWS OF ANY STATE OR ANY OTHER APPLICABLE SECURITIES LAWS IN RELIANCE UPON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH LAWS. INTERESTS MUST BE ACQUIRED FOR INVESTMENT ONLY AND ARE SUBJECT TO SIGNIFICANT RESTRICTIONS ON TRANSFERABILITY. INTERESTS MAY NOT BE OFFERED FOR SALE, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED OR TRANSFERRED AT ANY TIME EXCEPT IN COMPLIANCE WITH THE SECURITIES ACT, ANY APPLICABLE STATE SECURITIES LAWS AND ANY OTHER APPLICABLE SECURITIES LAWS AND THE TERMS AND CONDITIONS OF THIS PARTNERSHIP AGREEMENT, INCLUDING SECTION 10.1(a) HEREOF. THEREFORE, PURCHASERS OF INTERESTS WILL BE REQUIRED TO BEAR THE RISK OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

TABLE OF CONTENTS OMITTED

OZ PARTNER AGC II FEEDER, L.P.

This AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT of OZ Partner AGC II Feeder, L.P., a Cayman Islands exempted limited partnership (the “Fund”), acting through its general partner, is executed and delivered as a deed on November 4, 2011 and shall be effective from October 27, 2008, by and among OZ Partner AGC II Feeder GP, Ltd., a Cayman Islands exempted limited company (the “General Partner”), the Initial Limited Partner and the Persons listed in the Cayman Register (as amended or supplemented from time to time) as limited partners of the Fund. Capitalized terms used herein without definition have the meanings specified in Section 1.1. References herein to the Fund shall, wherever the context requires, mean the General Partner acting in its capacity as general partner of the Fund on behalf of the Fund.

RECITALS:

WHEREAS, the Fund is an exempted limited partnership registered under the Partnership Law pursuant to a Statement filed with the Registrar of Exempted Limited Partnerships in the Cayman Islands on October 27, 2008 (the “Statement”), and since its formation has been governed by the Limited Partnership Agreement of the Fund, dated October 27, 2008 (the “Original Agreement”); and

WHEREAS, the General Partner, the Initial Limited Partner and the Limited Partners admitted on the date hereof desire to amend and restate the Original Agreement in its entirety and to enter into this Agreement;

NOW, THEREFORE, the parties hereto hereby agree to continue the Fund and hereby amend and restate the Original Agreement, which is replaced and superseded in its entirety by this Agreement, as follows:

ARTICLE I

GENERAL PROVISIONS

1.1 Definitions. As used herein the following terms have the meanings set forth below:

“Actively Invested Capital” shall mean, with respect to any Limited Partner as of any date, an amount equal to the Capital Contributions of such Limited Partner reduced by (a) the sum of any distributions received by such Limited Partner pursuant to Section 6.3(a) with respect to the Capital Contributions of such Limited Partner

Confidential

REMAINDER OF DOCUMENT OMITTED